

C T CORPORATION SYSTEM



Associated with The Corporation Trust Company
277 PARK AVENUE NEW YORK N.Y. 10017 • (212) 826 1800

February 19, 1975

COUNSEL: A.J. Gillespie, Jr., V.P. & Gen. Csl.
Att: John Stetson, Att.
American Smelting & Refining Co.
120 Broadway
New York, New York 10005

Secretary of State
Corporation Division
Jefferson City, Missouri 65101

40115694



Dear Sir:

RE: ASARCO INCORPORATED AA 01906-5

At the instructions of counsel, we enclose the necessary documents to qualify the above corporation in your state, together with our check covering the required filing fees. Please note, the above corporate title was reserved for this company previously.

May we request your cooperation in filing the enclosures at your very earliest convenience and returning the usual evidence to the attention of the undersigned.

Should any delay in filing occur, may we request your further cooperation in advising this office by collect telephone call.

Thank you for your cooperation.

Very truly yours,

C T CORPORATION SYSTEM

James Krize
James Krize
Service Representative

*OK reserved
6302*

RECEIVED

FEB 27 1975

James E. Kingpatrick
Corporation Dept. SECRETARY OF STATE

HK:le

Encs.

002132

State of Missouri . . . Office of Secretary of State

**APPLICATION FOR FOREIGN CORPORATION
FOR A CERTIFICATE OF AUTHORITY TO
TRANSACTION BUSINESS IN MISSOURI**

(To be submitted in duplicate by an attorney)

HONORABLE JAMES C. KIRKPATRICK
SECRETARY OF STATE
STATE OF MISSOURI
JEFFERSON CITY, MO. 65102

----- ASARCO INCORPORATED -----, a New Jersey-----
corporation, in compliance with the provisions of The General and Business Corporation Law of Missouri relating
to the admission of foreign corporations, does hereby state:

(1) The name of the corporation is -----

----- ASARCO INCORPORATED -----
and it is organized and existing under the laws ----- New Jersey -----

(2) The name it will use in Missouri is -----

----- ASARCO INCORPORATED -----

(3) The date of its incorporation was ----- January 29 -----, 1975, and the period of its
duration is ----- perpetual -----

(4) The address of its principal office in the state or country of organization is -----

----- 15 Exchange Place, Jersey City, New Jersey. 07302 -----
(Include street and number, if any)

(5) The address of its proposed registered office in the State of Missouri is -----

----- 314 NORTH BROADWAY, ST. LOUIS, MISSOURI 63102 -----
(Include street and number, if any)

and the name of its proposed registered agent in the State of Missouri at such address is .. -----

----- C T CORPORATION SYSTEM -----

(6) The corporation is transacting business and qualified under the foreign corporation laws of the following
states and countries other than Missouri: Currently qualifying in 48 States, Washington,
D.C., and several Canadian Provinces.

(MISSOURI - 159 -10/6/72)

(7) The specific purpose or purposes for which it was organized and which it proposes to pursue in the transaction of business in Missouri are. To acquire, deal in, sell and otherwise dispose of ores, minerals and metals; to smelt, reduce, refine, mill and otherwise treat ores, minerals and metals; and to manufacture, acquire, deal in, sell and otherwise dispose of products of ores, minerals and metals;

To mine, quarry, dig, cut, reduce, treat, prepare for use, transport and deal in, ores, minerals, metals, wood, coal, stone, peat, marl, clay and raw materials generally and their products direct and incidental.

(8) The names of its officers and directors and their addresses are as follows

	Name	City and State	Street and No.
President & Dir.	JOSEPH A. BARBERA	100 W 10th St.,	Wilmington, Del. 19801
V.P., Treas. & Dir.	HOWARD K. WEBB	100 W 10th St.,	Wilmington, Del. 19801
Vice President & Asst. Treas.	GEORGE J. COYLE	100 W 10th St.,	Wilmington, Del. 19801
Secretary & Dir. Asst.	FRANK J. OBARA, JR.	100 W 10th St.,	Wilmington, Del. 19801
Treasurer & Asst. Secy.	A. DAHA ATWELL	100 W 10th St.,	Wilmington, Del. 19801
Director Asst. Secy.	J. ROBERT BROADWAY	100 W 10th St.,	Wilmington, Del. 19801
Director			
Director			
Director			
Director			

(9) The aggregate number of shares which it has authority to issue, itemized by classes, par value of share, shares without par value, and series, if any, within a class, is:

Class	Series (if any)	Number of Shares	Par value per share or statement that shares are without par value
Common	---	1,000	\$1.00

IN WITNESS WHEREOF, the undersigned corporation has caused this application to be executed in its name by its _____ President, attested by its _____ Secretary, this 18th _____ day of February _____, 1975.

FILED
AND CERTIFICATE OF
AUTHORITY ISSUED
(CORPORATE
SEAL)

FEB 21 1975

ATTEST:

James J. Obara, Jr.
Corporation Dept SECRETARY OF STATE

ASARCO INCORPORATED

(Exact Corporate Name)

By *Joseph A. Barbera*
President

Joseph A. Barbera

Frank J. Obara, Jr.
Secretary of State
Frank J. Obara, Jr.

(NOTE: In determining the proportion of stated capital and surplus represented by property and business in Missouri, the sum of the value of the property in Missouri for the following year added to the estimated gross amount of business in Missouri for the following year is divided by the sum of the total value of all the property everywhere for the following year added to the gross amount of business transacted everywhere for the following year. The resulting fraction is applied to the stated capital and surplus as shown in Item No. 16. Taxes and fees are based on line (17) or (13) whichever is greater, minimum domestication fee applies for all amounts not in excess of \$30,000.)

STATE OF DELAWARE }
COUNTY OF NEW CASTLE } ss

I, _____ LINDA L. SESTAK _____, a Notary Public,
do hereby certify that on this _____ 18th _____ day of _____ February _____, 1975, personally appeared
before me _____ JOSEPH A. BARBERA _____, who, being by me first duly sworn
(President or Vice President)
declared that he is the _____ President _____ of _____ ASARCO INCORPORATED _____,
that he signed the foregoing document as _____ President _____ of the corporation, and that the
statements therein contained are true

Linda L. Sestak
Notary Public

My Commission expires: *June 25, 1976*

(10) The aggregate number of its issued shares, itemized by classes, par value of shares, shares without par value, and series, if any within a class, is:

Class	Series (if any)	Number of Shares	Par value per share or statement that shares are without par value
Common	---	10 00	\$1.00

(11) The amount of stated capital and the amount of paid in surplus of the corporation as defined by The General and Business Corporation Law of Missouri is.

Stated Capital	\$ 1,000.00
Paid in Surplus	...	\$ ---
Total	\$ 1,000.00

(12) An estimate of the total value of all the property of the corporation for the following year is \$ 200.00

(13) An estimate of the total value of all the property of the corporation for the following year that will be located in Missouri is \$ 100.00

(14) The estimated gross amount of business of the corporation to be transacted by it everywhere for the following year is. \$ None

(15) The estimated gross amount of business of the corporation to be transacted by it at or from places of business in the State of Missouri during such year is \$ None

(16) The amount of stated capital and surplus of the corporation (including all surplus, such as paid-in and earned surplus) is. \$ 1,000.00

(17) The proportion of stated capital and surplus represented by the corporation's property and business in Missouri for the following year is... .. \$ 500.00